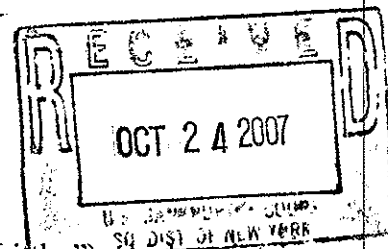


UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x  
In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
----- x

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF INDIANA )  
COUNTY OF MARION ) ss:



Jane Ann Himsel, being duly sworn, deposes and says:

1. I am a shareholder of Littler Mendelson, P.C. ("Littler") which maintains more than forty offices throughout the United States, including, but not limited to, 650 California Street; 20th Floor; San Francisco, CA; 94108-2693; and 111 Monument Circle; Suite 702; Indianapolis, IN; 46204.

2. Neither I, Littler, nor any shareholder, auditor, or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. Littler has represented and advised the Debtors in Indiana with respect to labor and employment law issues.

4. The Debtors have requested, and Littler has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Littler proposes, to render the following services to the Debtors: advice and counsel on employment and labor issues and representation in employment-related litigation and administrative matters unrelated to Delphi Corporation's Steering Division.

5. Littler's current fee arrangement calls for billing on a monthly basis based upon fixed hourly rates for all lawyers and paraprofessionals.

6. Except as set forth herein, no promises have been received by Littler or any shareholder, auditor, or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. Littler has no agreement with any entity to share with such entity any compensation received by Littler.

8. Littler and its shareholders, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Littler does not, and will not, represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

Littler currently represents KPS Capital Partners, LP ("KPS") with respect to KPS's negotiations to purchase Delphi Corporation's Steering Division. This representation is unrelated to the matters upon which Littler is to be engaged by the Debtors.

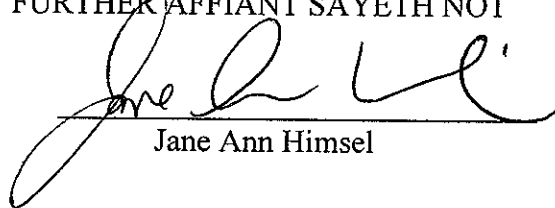
Debtors and KPS have consented in writing to allow Littler to (a) represent Debtors in labor and employment matters unrelated to Delphi Corporation's Steering Division, and (b) represent KPS in connection with its negotiations to purchase Delphi Corporation's Steering Division.

Littler has established an ethical screen so that (a) any Littler employee participating in the representation of Debtors in labor and employment matters shall not participate in the representation of KPS in connection with its negotiation to purchase Delphi Corporation's Steering Division, and (b) any Littler employee participating in the representation of KPS in connection with its negotiation to purchase Delphi Corporation's Steering Division shall not participate in the representation of Debtors.


9. Except as set forth herein, neither I, Littler, nor any shareholder, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Littler is to be engaged.

10. The foregoing constitutes the statement of Littler pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

  
Jane Ann Himsel

Subscribed and sworn before me  
this ~~23rd~~ day of OCTOBER, 2007

  
Notary Public

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CERTIFICATE OF SERVICE

Jane Ann Himself, attorney, hereby certifies that on October 23, 2007, she served a copy of the Affidavit of Legal Ordinary Counsel Professional of Jane Ann Himself on behalf of Littler Mendelson, P.C., upon the following interested parties via first class mail:

Delphi Corporation  
Attention: General Counsel  
5725 Delphi Drive  
Troy, MI 48098  
U.S.A.

Latham & Watkins  
Attention: Mark A. Broude, Esq.  
885 Third Avenue  
New York, N.Y. 10022  
U.S.A.

Skadden, Arps, Slate, Meagher & Flom  
Attention: John W. Butler, Jr., Esq.  
333 West Wacker Drive  
Suite 2100  
Chicago, IL 60606  
U.S.A.

Simpson Thacher & Bartlett LLP  
Attention: Marissa Wesley, Esq.  
425 Lexington Avenue  
New York, N.Y. 10017  
U.S.A.

United States Trustee  
Attention: Alicia M. Leonhard, Esq.  
33 Whitehall Street  
Suite 2100  
New York, N.Y. 10044  
U.S.A.

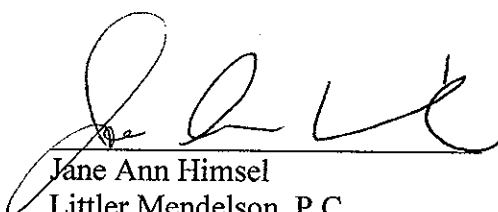
Davis Polk & Wardwell  
Attention: Donald Bernstein, Esq. and  
Brian Resnick, Esq.  
450 Lexington Avenue  
New York, N.Y. 10017  
U.S.A.

Delphi Corporation  
Attention: John D. Sheehan, Esq.  
Vice President & Chief Restructuring  
Officer  
5725 Delphi Drive  
Troy, MI 48098  
U.S.A.

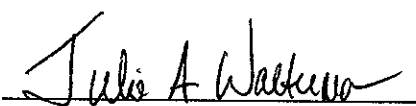
GE Plastics, Americas  
Attention: Valeria Venable  
Credit Manager  
9930 Kincey Avenue  
Huntersville, NC 28078  
U.S.A.

Dated

10/23/2007

  
Jane Ann Himself  
Littler Mendelson, P.C.  
111 Monument Circle, Suite 702  
Indianapolis, IN 46204  
Office Telephone: (317) 287-3600

Sworn before me this 23rd  
day of OCTOBER, 2007

  
Notary Public